

BY-LAWS of the

Brookline Town Meeting Members Association

(as amended through June 21, 2018)

ARTICLE I: Name

1.1 The name of this Organization is the "Brookline Town Meeting Members Association."

ARTICLE II: Purpose

2.1 The Purpose of the Association is:

--To serve as all Town Meeting Members as a non-partisan, non-advocacy based association;

--To foster open, efficient, and effective participatory and democratic governance in the Town of Brookline and to increase the understanding of Town Meeting Members and their constituents of issues facing Brookline which may come before Town Meeting;

--To gather, develop, and disseminate relevant information about town issues to Town Meeting Members and their constituents for the purpose of providing an informed discussion of issues at Town Meeting; and

--To consider ways to improve the structure and process of Town Meeting, its efficiency, collegiality, and effectiveness and to encourage broad participation of Town Meeting Members.

ARTICLE III: MEMBERSHIP

3.1 Only Town Meeting Members in the Town of Brookline are members of the Association.

ARTICLE IV: ORGANIZATION

4.1 The Executive Board is the governing body of the Association. Except as otherwise provided in these bylaws, all decisions of the Association are made by vote of the Executive Board.

4.2 The Executive Board consists of the Officers of the Association and two Precinct Representatives chosen by the Town Meeting Members of each precinct. An Alternate Precinct Representative shall be deemed a part of the Executive Board only when exercising full voting privileges as set forth in Section 5.3. The term "Board Member" in these bylaws means any of the persons referred to in this Section.

4.3 The Officers of the Association are the President, Vice President, the Recording Secretary, the Corresponding Secretary, and the Treasurer. They shall be elected by the Association Members at the Annual Meeting and shall perform the duties normally associated with those offices.

A. The President is the Chief Executive Officer of the organization. The President oversees the activities of the organization, presides over meetings, has the authority to sign checks, and has duties as designated by the members of the Executive Board. The President may serve no more than two consecutive terms.

B. The Vice President serves as President if the President is unavailable. The Vice President assists the President and represents the President as needed. The Vice President also assists the Executive Board as needed.

C. The Recording Secretary attends all regular meetings and all Executive Board meetings and makes a record of the proceedings. A Secretary pro tempore is appointed by the meeting chairperson whenever the Recording Secretary is not

in attendance. All meeting records should be in the custody and control of the Recording Secretary. The Recording Secretary prepares the ballots, assists the Executive Board as requested and enjoys all of the rights and duties incident to this office. The records of the organization must be kept in Brookline, Massachusetts in good order. The Recording Secretary shall keep track of the attendance of all members of the Executive Board and advise the Executive Board when someone has missed three or more consecutive meetings.

D. The Corresponding Secretary answers mail, arranges meeting sites, manages the Executive Board membership list and data base, sends notices, and oversees and edits the newsletter prepared by the newsletter subcommittee. The Corresponding Secretary also assists the Executive Board as requested and enjoys all of the rights and duties incident to this office.

E. The Treasurer directs the financial affairs of the organization subject to the orders of the Executive Board. The Treasurer has all of the rights and duties incident to the office or as designated by the Executive Board including, but not limited to, collecting all moneys due, signing checks and managing bank accounts, and disbursing funds within approved budgets. The Treasurer submits an annual financial report to the membership at the annual meeting, submits monthly financial reports to the Executive Board and submits financial reports as requested by the Executive Board.

4.4 Officers shall take office at the end of the Annual Meeting and shall serve until the next Annual Meeting. In the event that an Office is not filled at the Annual Meeting, the incumbent Officer shall continue to serve until a successor is appointed by the Executive Board. Any Officer who is not re-elected as a Town Meeting Member at the annual Town elections shall nevertheless continue to serve in accordance with this Section until the conclusion of the next Annual Meeting.

4.5 Any Executive Board Member who resigns as a Town Meeting Member or who moves out of Brookline shall be deemed to have resigned as an Executive Board Member.

4.6 In case of a vacancy in any Office or in any Precinct Representative or Alternate Precinct Representative position, the Executive Board shall appoint an Association Member to fill the vacancy until the next Annual Meeting. The Executive Board, if requested by a precinct between Annual Meetings, shall appoint an Alternate Precinct Representative to serve until the next Annual Meeting. If both the President and Vice President positions become vacant, the Treasurer shall act as President until the appointment by the Executive Board of a new President.

4.7 The Executive Board may constitute, dissolve, appoint, and remove such committees of the Association as they deem appropriate to carry out the purposes of the Association. All committees are subject to re-appointment after the Annual Meeting. All committees shall serve until the next Annual Meeting.

4.8 Meetings of the Executive Board shall be held at such times and places as it shall determine. A special meeting may be called by the President and shall be called on the request of five Executive Board Members. A quorum of the Executive Board consists of nine (9) Executive Board Members.

4.9 Executive Board meetings are open to all Association Members, without voting privileges, but with the right to participate in debate when recognized by the Presiding Officer.

A. The Executive Board may, during the course of its meetings, deliberate in Executive Session. Executive Session shall be called by the Presiding Officer and voted by the majority of the Executive Board attending, when the matter at hand is of particularly sensitive or confidential nature pertaining to an individual or to the organization. During Executive Session, only voting members of the

Executive Board and Alternate Precinct Representatives shall be permitted to remain in the meeting room.

4.10 The Corresponding Secretary or his/her designee shall send written notice of the time and place of each Executive Board meeting to all Association Members at least one week prior to the meeting.

4.11 Any Executive Board Member or Alternate Precinct Representative may be removed by the Executive Board by a vote of two-thirds of all Executive Board Members present and voting. A proposal to remove an Executive Board Member or Alternate Precinct Representative must be signed by ten or more Executive Board Members and submitted to the Corresponding Secretary or to the President or Vice President. Notice of the proposal shall be included in the notice of the next Executive Board meeting for which notice has not yet been sent and shall be taken up at that meeting.

After discussion, it shall be tabled for at least two weeks until a subsequent Executive Board meeting. The Executive Board Member in question shall then have the opportunity to be heard, and further discussion shall be in order before the voting. Notice of the proposal and the scheduled vote shall be included in the notice for the Executive Board Meeting at which it is to be considered. Voting shall be by secret ballot.

4.12 Notwithstanding Section 4.11, any Executive Board Member who has missed three successive regular meetings without valid reason may be removed from the Executive Board by majority vote of the Executive Board members present. Notice of the proposal and the scheduled vote shall be included in the notice of the Executive Board meeting at which the matter is to be considered, and the Executive Board Member in question shall also be notified personally. The Executive Board Member in question shall have the opportunity to be heard, either in person or by written or recorded message before the voting. Written or recorded messages should be forwarded to the President or

Presiding Officer and may not be entered or read aloud by any other Executive Board Member, except as designated by the Presiding Officer. Voting shall be by secret ballot.

ARTICLE V: ASSOCIATION MEETINGS AND ELECTIONS

5.1 The Annual Meeting shall be held, on the date fixed by the Executive Board, within three weeks after the end of the Annual Town Meeting and no later than the end of the school year in the Brookline Public Schools.

5.2 The Recording Secretary or his/her designee shall send written notice of the time and place of the Annual Meeting to all Association Members at least two weeks prior to the meeting. The notice shall include the names of all candidates for Office who have been reported by the Nominations Committee or who have submitted nomination petitions in time to be included in the notice.

5.3 At the Annual Meeting, the Officers shall be elected, the annual reports of the Officers and committees shall be received, and any other business of the Association may be conducted. At an appropriate time, the Annual Meeting shall break into precinct meetings for the purpose of electing the Precinct Representatives to the Executive Board. Each precinct also shall have the option of electing an Alternate Precinct Representative, who shall be entitled to represent that precinct (with full voting privileges) at any Executive Board Meeting should either of the precinct's two elected representatives be absent.

5.4 The Executive Board shall appoint a Nominations Committee at least 50 days prior to the Annual Meeting. No member of the Nominations Committee shall be a candidate for Office. The Nominations Committee shall report to the Membership, in time to be included in the notice of the Annual Meeting the names of all Association Members known to be seeking office.

5.5 Additional nominations may be made prior to the start of the elections by petition submitted to the Recording Secretary, or his/her designee, signed by five or more Association Members and by the candidate indicating consent to be nominated. If, at the Annual Meeting, no candidate has been reported by the Nominations Committee or nominated by petition for an Office, nominations may be made from the floor for that Office. Nominations from the floor shall not otherwise be permitted.

5.6 No salaried employee of the Town is eligible to be an Officer of the Association.

5.7 Voting for every contested office shall be by secret ballot and the candidate who receives a majority of votes cast shall be declared elected. [In voting for the Co-Chairs, each member may vote for two candidates, and the two candidates who receive the most votes, and who receive the votes of a majority of the members voting, shall be declared elected.] If no candidate receives a majority vote on the first ballot, another ballot shall be held. [If only one candidate receives a majority vote on any ballot, that candidate shall be declared elected, and another ballot shall be held. The process shall continue until two Co-Chairs have been elected.] For the second and each successive ballot, the candidate who received the least votes on the previous ballot shall be dropped.

5.8 In a precinct meeting, if there are more than two candidates for Precinct Representative, voting shall be by secret ballot, and the two candidates who receive the most votes cast shall be declared selected.

5.9 A special meeting of the Association may be called by the Executive Board or shall be called upon the request, in writing, of twenty-one (21) members of the Association. The Corresponding Secretary or his/her designee shall communicate notice of the time and place of a special meeting to all Association members at least two weeks prior to the meeting.

5.10 A quorum at a meeting of the Association consists of twenty-five (25) Association Members.

5.11 Meetings of the Association shall be open to the public.

ARTICLE VI: FINANCES

6.1 The fiscal year of the Association is from 1 July to 30 June.

6.2 The Treasurer shall report on the finances of the Association at the Annual Meeting.

6.3 Dues may be set only by vote of the Association Membership. Notice of any proposal to set dues shall be included in the notice for the Association meeting at which it is to be considered.

ARTICLE VII: MISCELLANEOUS PROVISIONS

7.1 Amendments to these bylaws may be proposed on the Initiative of the Executive Board or by any ten (10) members of the Association. They shall take effect on being ratified by a majority vote at any Association meeting. Notice of any proposed amendment shall be included in the notice for that meeting.

7.2 Whenever these bylaws require written notice to Executive Board Members or Association Members, it may be given by postal mail, fax, e-mail, or any other method which results in the recipients receiving a notice in writing; or by telephone if time is of the essence. The Corresponding Secretary or his/her designee shall endeavor to give notice according to the method preferred by any Association Member who notifies the Corresponding Secretary of such preference.

7.3 The Executive Board may, on behalf of the Association, take a position on an Article before Town Meeting or propose such an Article only when the subject

matter of the Article concerns Town Meeting as a body or the functioning of Town Meeting, specifically those Articles concerning Town Meeting. A proposal to take a position on an Article or to propose an Article may be considered only at an Executive Board meeting for which notice of the proposal was included in the meeting notice. Approval requires a vote of two-thirds of all Executive Board Members present and voting.

7.4 Meetings will be assumed cancelled for weather reasons if Brookline Public Schools and/or Brookline Adult Education Programs are closed on the same date (Brookline Adult Education 617-730-2700) or by receipt of phone notice.